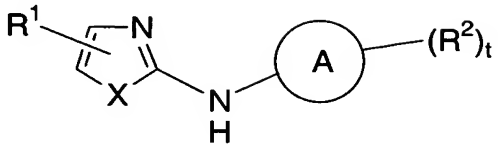
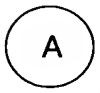
WHAT IS CLAIMED IS:

1. A compound of Formula I:



I

wherein



is an aryl or heterocyclyl;

X is S or O;

R is independently selected from

1) H,
2) unsubstituted or substituted $C_1$-$C_{10}$ alkyl,
3) $(CR_2)_nOR^4$, and
4) unsubstituted or substituted aryl;

$R^1$ is

1) unsubstituted or substituted phenyl,
2) CN, or
3) $-C(O)NR^4{}_2$;

$R^2$ is independently selected from:

1) H,
2) CN,
3) Halo,
4) $(CR_2)_nOR^4$,
5) $CF_3$,
6) unsubstituted or substituted $C_1$-$C_{10}$ alkyl,
7) unsubstituted or substituted $C_3$-$C_{10}$ cycloalkyl,

8) unsubstituted or substituted aryl,
9) unsubstituted or substituted aralkyl,
10) unsubstituted or substituted heterocyclyl,
11) unsubstituted or substituted heterocyclylalkyl,
12) $-(CR_2)_nC(O)NR^4_2$,
13) $-(CR_2)_nC(O)R^4$,
14) $-(CR_2)_nR^6C(O)R^4_2$, and
15) $-(CR_2)_nC(O)OR^4$;

$R^4$ is independently selected from:

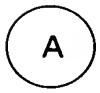
1) H,
2) unsubstituted or substituted $C_1$-$C_{10}$ alkyl,
3) unsubstituted or substituted aryl,
4) unsubstituted or substituted aralkyl,
5) unsubstituted or substituted heterocyclyl, and
6) unsubstituted or substituted heterocyclylalkyl;

$R^6$ is unsubstituted or substituted heterocyclyl;

n is independently 0, 1, 2, 3, 4, 5, or 6;
t is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt thereof.

2. The compound of Claim 1 wherein

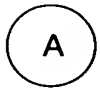


is an aryl or pyridyl;

n is independently 0, 1, 2, 3, or 4;

or a pharmaceutically acceptable salt thereof.

3. The compound of Claim 1 wherein



is phenyl, naphthyl, dihydroindenyl, indenyl, or pyridyl;

R is independently selected from

1) H,
2) unsubstituted or substituted $C_1$-$C_{10}$ alkyl, and
3) $(CR_2)_nOR^4$;

$R^2$ is independently selected from:

1) H,
2) CN,
3) Halo,
4) $(CR_2)_nOR^4$,
5) $CF_3$,
6) unsubstituted or substituted $C_1$-$C_{10}$ alkyl,
7) unsubstituted or substituted $C_3$-$C_{10}$ cycloalkyl,
8) $-(CR_2)_nC(O)NR^4{}_2$,
9) $-(CR_2)_nC(O)R^4$, and
10) $-(CR_2)_nR^6C(O)R^4{}_2$;

n is independently 0, 1, 2, 3, or 4;

or a pharmaceutically acceptable salt thereof.

4. A compound selected from:

*N*,5-diphenyl-1,3-thiazol-2-amine;
N-(1-naphthyl)-5-phenyl-1,3-thiazol-2-amine;
N-(3-methoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
N-[4-(benzyloxy)phenyl]-5-phenyl-1,3-thiazol-2-amine;
N-(4-methoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
4-[(5-phenyl-1,3-thiazol-2-yl)amino]benzonitrile;
*N*-(2-chlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(2,4-dimethoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(3-chlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(4-phenoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(2,5-dimethoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;

*N*-(2,5-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(4-chlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(2,6-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(2-methoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(2,4-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(3,4-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
*N*-(4-cyclohexylphenyl)-5-phenyl-1,3-thiazol-2-amine;
5-phenyl-*N*-[3-(trifluoromethyl)phenyl]-1,3-thiazol-2-amine;
*N*-(3,5-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
4-[(5-phenyl-1,3-thiazol-2-yl)amino]phenol;
*N*-(3,5-dimethylphenyl)-5-phenyl-1,3-thiazol-2-amine;
2-Anilino-1,3-thiazole-5-carbonitrile;
2-[(3,5-dimethylphenyl)amino]-1,3-thiazole-5-carbonitrile;
3-[(5-cyano-1,3-thiazol-2-yl)amino]-*N*,*N*-dimethylbenzamide;
3-[(5-cyano-1,3-thiazol-2-yl)amino]-*N*,*N*,2-trimethylbenzamide;
3-[(5-cyano-1,3-thiazol-2-yl)amino]-*N*,*N*,4-trimethylbenzamide;
4-[(5-cyano-1,3-thiazol-2-yl)amino]-*N*,*N*-dimethylbenzamide;
2-{[3-(pyrrolidin-1-ylcarbonyl)phenyl]amino}-1,3-thiazole-5-carbonitrile;
5-[(5-cyano-1,3-thiazol-2-yl)amino]-*N*,*N*,*N*',*N*'-tetramethylisophthalamide;
2-{[3-(hydroxymethyl)-5-methylphenyl]amino}-1,3-thiazole-5-carbonitrile;
2-({3-[(4-Acetylpiperazin-1-yl)methyl]-5-methylphenyl}amino)-1,3-thiazole-5-carbonitrile;
2-({3-[(4-Acetylpiperazin-1-yl)methyl]phenyl}amino)-1,3-thiazole-5-carbonitrile;
Methyl 2-anilino-1,3-thiazole-5-carboxylate;
2-Anilino-1,3-thiazole-5-carboxylic acid;
2-Anilino-*N*-benzyl-1,3-thiazole-5-carboxamide;
2-Anilino-*N*,*N*-dimethyl-1,3-thiazole-5-carboxamide;
*N*-(3,5-Dimethylphenyl)-5-phenyl-1,3-oxazol-2-amine;
*N*-(3,5-Dimethoxyphenyl)-5-phenyl-1,3-oxazol-2-amine;
*N*,5-diphenyl-1,3-oxazol-2-amine;
*N*-(2,3-dihydro-1*H*-inden-5-yl)-5-phenyl-1,3-oxazol-2-amine;
*N*-[3,5-bis(trifluoromethyl)phenyl]-5-phenyl-1,3-oxazol-2-amine;
*N* -(5-phenyl-1,3-thiazol-2-yl)pyridin-3-amine;
*N* -(5-phenyl-1,3-thiazol-2-yl)pyridin-4-amine;

or a pharmaceutically acceptable salt thereof.

5. The compound of Claim 4 which is selected from

*N*-(3,5-dimethylphenyl)-5-phenyl-1,3-thiazol-2-amine;
2-[(3,5-dimethylphenyl)amino]-1,3-thiazole-5-carbonitrile; or
2-({3-[(4-Acetylpiperazin-1-yl)methyl]-5-methylphenyl}amino)-1,3-thiazole-5-carbonitrile;
or a pharmaceutically acceptable salt thereof.

6. A pharmaceutical composition which is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

7. A method of treating or preventing cancer in a mammal in need of such treatment which is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

8. A method of treating cancer or preventing cancer in accordance with Claim 7 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

9. A method of treating or preventing cancer in accordance with Claim 7 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, gioblastomas and breast carcinoma.

10. A method of treating or preventing a disease in which angiogenesis is implicated, which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

11. A method in accordance with Claim 10 wherein the disease is an ocular disease.

12. A method of treating or preventing retinal vascularization which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

13. A method of treating or preventing diabetic retinopathy which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

14. A method of treating or preventing age-related macular degeneration which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

15. The composition of Claim 6 further comprising a second compound selected from:

1) an estrogen receptor modulator,
2) an androgen receptor modulator,
3) retinoid receptor modulator,
4) a cytotoxic agent,
5) an antiproliferative agent,
6) a prenyl-protein transferase inhibitor,
7) an HMG-CoA reductase inhibitor,
8) an HIV protease inhibitor,
9) a reverse transcriptase inhibitor,
10) an angiogenesis inhibitor,
11) a PPAR-γ agonists,
12) a PPAR-δ agonists,
13) an inhibitor of inherent multidrug resistance,
14) an anti-emetic agent,
15) an agent useful in the treatment of anemia,
16) an agent useful in the treatment of neutropenia,
17) an immunologic-enhancing drug,
18) an inhibitor of cell proliferation and survival signaling, and
19) an agent that interferes with a cell cycle checkpoint.

16. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

17. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.

18. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and a GPIIb/IIIa antagonist.

19. The method of Claim 18 wherein the GPIIb/IIIa antagonist is tirofiban.

20. A method of treating or preventing diabetic retinopathy which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a PPAR-γ agonist.